

TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1125.
FILED, JUNE 12th, 1964.

KENVILLE GOLD MINES LIMITED

Full corporate name of Company
Incorporated under The Companies Act (Ontario) by
Letters Patent, dated March 10th, 1945.
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to
previous filing statement
No. 1039

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(a) Capital reorganization on a one for four basis and change of the Company's name to International Kenville Gold Mines Limited (see item 4); (b) underwriting and option agreement on shares of the reorganized company (see item 6);
2. Head office address and any other office address.	Suite 340, 17 Queen Street East, Toronto 1, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>President & Director Hyman Goldstein, Executive 2500 Bathurst St., Toronto, Ont.</p> <p>Vice-President & Director Martin Leon Goldstein, Stockbroker 2500 Bathurst St., Toronto, Ont.</p> <p>Secty-Treasurer & Director Robert George Hollis Alexander, Queen's 449 Blythwood Road, Toronto 12, Counsel</p> <p>Director Robert Edwin Simpson, Executive 14 Michigan Drive, Willowdale,</p> <p>Director Cecille Larsen, Secretary, 91 Balmoral Ave., Toronto,</p>
4. Share capitalization showing authorized and issued and outstanding capital.	As approved by shareholders at the special general meeting held on May 7th, 1964, the capital of the Company was re-organized on the basis that the authorized capital be reduced from the sum of \$5,000,000 to the sum of \$1,700,000 by the cancellation pro rata of 3,300,000 shares of the par value of \$1.00 each without reimbursement to the shareholders of the Company, so that the authorized capital of the Company shall consist of \$1,700,000 divided into 1,700,000 shares of the par value of \$1.00 each whereof 1,100,000 will be issued and outstanding; and the increase in the authorized capital of the Company from the sum of \$1,700,000 to the sum of \$6,000,000 by the creation of 4,300,000 additional shares of the par value of \$1.00 each ranking pari passu in all respects with the shares of the Company existing after the reduction of the capital. The authorized capital of the Company shall then consist of \$6,000,000 divided into 6,000,000 shares of the par value of \$1.00 each whereof 1,100,000 shares shall be issued and outstanding as fully paid and non-assessable.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	No Underwriting-Option Agreement is presently in effect. Subject to acceptance of this Filing Statement by The Toronto Stock Exchange, Bache & Company, 360 Bay Street, Toronto, on behalf of Elderwood Investments & Consultants Limited will purchase firmly 200,000 shares at 30¢ per share, payable forthwith, and will be granted options on four blocks of 200,000 shares each at prices of 30¢, 40¢, 50¢ and 60¢ per share respectively, exercisable 3, 6, 9 and 12 months from the effective date. The shares being underwritten and optioned will be the shares of the Company after the reorganization of its capital.

<p>7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.</p>	<p>The only persons having a greater than 5% interest in the client, Elderwood Investments and Consultants Limited are as follows: Hyman Goldstein, 2500 Bathurst Street, Toronto, Ontario. Lucy Goldstein, 2500 Bathurst Street, Toronto, Ontario. Gloria Yasny, 8 Bluejay Place. Toronto, Ontario.</p>
<p>8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.</p>	<p>None</p>
<p>9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.</p>	<p>The Company presently holds two claims in Dubuisson Township, Quebec, under development License No. 599-C-DL735 (see Filing Statement No. 933) on which 2,878' of diamond drilling has been completed at a cost of approximately \$9,500.00. The present management of the Company is currently negotiating for the acquisition of additional mining properties subject to acceptance by The Toronto Stock Exchange of the particulars in connection therewith. No funds received from the underwriting and option agreement will be used for any purpose, other than general administration, until notice is filed with and accepted for filing by this Exchange.</p>
<p>10. Brief statement of company's chief development work during past year.</p>	<p>During the past year the Company has completed diamond drilling on the properties as discussed in item Number 9.</p>
<p>11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.</p>	<p>Nil</p>
<p>12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.</p>	<p>Not applicable</p>
<p>13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.</p>	<p>450,000 shares owned by Elderwood Investments & Consultants Limited are presently held in escrow subject to release only with the consent of the Company and The Toronto Stock Exchange.</p>

FINANCIAL STATEMENTS

KENVILLE GOLD MINES LIMITED

Incorporated under the laws of Ontario

BALANCE SHEET

(unaudited)

as of December 31, 1963

- ASSETS -

Cash	4,790.18
Investments held in escrow, at cost	3,075.00
Mining claims in British Columbia, at cost	201,698.83
in Dubuissou, Quebec at cost	40,000.00
Deferred charges	<u>20,449.98</u>
	<u>270,013.99</u>

- LIABILITIES & CAPITAL -

Liabilities

Nil.

Capital

Authorized: 5,000,000 shares par value
\$1.00 each

Issued	4,400,000 shares	4,400,000.00	975,003.75
<u>Less Discount</u>		<u>3,424,996.25</u>	

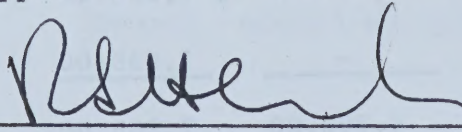
Contributed Surplus:

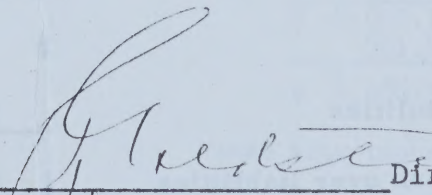
Stock donated subsequently resold	118,352.49	
Cancellation of Company indebtedness	<u>541,933.39</u>	<u>660,285.88</u>
		1,635,289.63

Deficit

<u>1,365,275.64</u>
<u>270,013.99</u>

Approved:

 Director

 Director.

KENVILLE GOLD MINES LIMITED

STATEMENT OF DEFERRED CHARGES

FOR THE PERIOD JANUARY 1, 1963 to DECEMBER 31, 1963

Mining claims:

Balance, January 1, 1963	129.47	
Taxes	208.71	
Engineers Fees	630.00	
Engineering Travel	437.13	
Diamond Drilling	8,207.60	
Assaying	191.80	
	<u>9,804.71</u>	
<u>Less Rental Income</u>	<u>90.56</u>	<u>9,714.15</u>

Head Office & Administration:

Balance, January 1, 1963	6,798.97	
Directors Fees	400.00	
Management, Accounting & Secretarial	900.00	
Share Issue Expense	516.97	
Provincial Tax	79.11	
Transfer agents Fees	846.90	
General Expense	1.00	
Stock Exchange Fees	262.88	
Legal & Audit	930.00	<u>10,735.83</u>
		<u>20,449.98</u>

KENVILLE GOLD MINES LIMITED

SUMMARY OF CHANGES IN FINANCIAL POSITION

SEVEN MONTHS ENDED DECEMBER 31, 1963

	<u>May 31/63</u>	<u>Dec.31/63</u>	<u>Variation</u>
Cash	\$ 540.00	\$ 4,790.00	\$ 4,250.00
Current Liabilities	<u>3,035.00</u>	<u>-</u>	<u>3,035.00</u>
Excess of cash over liabilities	(2,495.00)	4,790.00	7,285.00
Investment held in Escrow	3,075.00	3,075.00	-
Mining Claims in B.C.	201,699.00	201,699.00	-
Mining Claims in Dubuisson Twp.		40,000.00	40,000.00
Deferred Charges	<u>7,735.00</u>	<u>20,450.00</u>	<u>12,715.00</u>
Shareholders Equity	<u>\$210,014.00</u>	<u>270,014.00</u>	<u>60,000.00</u>

J. SIMPSON & COMPANY

Accountants

JOSEPH SIMPSON - C.A., F.C.C.S.
ROBERT E. SIMPSON - A.P.A., F.C.C.S.

SUITE 340
17 QUEEN STREET EAST

TORONTO 1,
CANADA

MAY 14TH, 1964.

KENVILLE GOLD MINES LIMITED,
c/o R. G. H. ALEXANDER, Q. C.,
BARRISTER & SOLICITOR,
11 ADELAIDE STREET WEST,
TORONTO 1, ONTARIO.

ATTENTION: MR. G. G. H. ALEXANDER

DEAR SIR:

WITH REFERENCE TO YOUR LETTER OF MAY 11TH RE THE COMPANY'S FILING STATEMENT NO. 1039 DATED DECEMBER 31ST, 1963, THE ONLY CHANGE IN THE COMPANY'S FINANCIAL STATEMENT UP TO AND INCLUDING MARCH 31ST, WERE THE FOLLOWING PAYMENTS:-

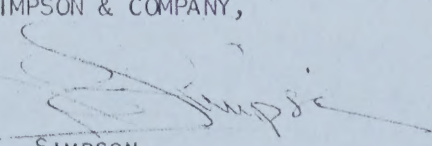
CHEQUE No. 45 - MINISTER OF FINANCE	
JAN. 31 BRITISH COLUMBIA	
RE PROPERTY TAXES	\$ 260.00
JAN. 31 46 - EASTERN & CHARTERED TRUST CO.	
TRANSFER FEES	191.86
FEB. 20 47 - TORONTO STOCK EXCHANGE - FEES	200.00
FEB. 20 48 - KILMER - RUMBALL - SOLICITORS	
LEGAL FEES	<u>150.00</u>
	\$ 801.86

THREE UNSIGNED CHEQUES FOR \$100.00 EACH ISSUED DURING JULY 1963, AND ENTERED IN THE COMPANY'S BOOKS HAVE BEEN CANCELLED AS PER INSTRUCTIONS.

THE BANK BALANCE AS AT MARCH 31ST, 1964 WAS AS FOLLOWS:-	
DECEMBER 31ST, 1963 - BALANCE	\$ 4,790.18
MARCH 31ST, 1964 - CHEQUES CANCELLED	<u>300.00</u>
	\$ 5,090.18
LESS: CHEQUES ISSUED AS ABOVE	<u>801.86</u>
BALANCE - MARCH 31ST, 1964	\$ 4,288.32

YOURS VERY TRULY,

J. SIMPSON & COMPANY,


R. E. SIMPSON.

RES:PP

14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	To the knowledge of the Company, all escrowed shares are beneficially owned by the holder thereof discussed in Item Number 13.
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<p>Elderwood Investments & Consultants Limited - 500,000 shares Suite 340, 17 Queen St. E., Toronto, Ont.</p> <p>J.H. Crang, 40 Adelaide Street West, Toronto, 392,700 "</p> <p>James Richardson & Sons, 173 Portage Avenue, Winnipeg, Manitoba 178,100 "</p> <p>Waite Reid & Company, 200 Bay St., Toronto, 168,000 "</p> <p>A.E. Osler & Company, 11 Jordan Street, Toronto, Ontario 144,700 "</p> <p>Elderwood Investments and Consultants Limited are the beneficial owners of 500,000 of the aforementioned shares; the Company has no knowledge of the beneficial ownership of any of the other shares aforementioned other than the registered holders thereof.</p>
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	<p>Elderwood Investments & Consultants Limited presently controls 500,000 shares of the capital stock of the Company which is sufficient to materially affect control of the Company.</p> <p>Mr. Hyman Goldstein, Mrs. Lucy Goldstein and Mrs. Gloria Yasny, are the only persons having a greater than 5% interest in Elderwood Investments and Consultants Limited, and Mr. Hyman Goldstein is also President and Director of the Company.</p>
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	The Company holds 56,250 escrowed shares of Vanguard Explorations Limited of no market value and carried at a book value of \$3,075.00.
18. Brief statement of any lawsuits pending or in process against company or its properties.	Nil
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	June 24, 1960 - Lease between the Company and David H. Norcross whereby the Company leased to said David H. Norcross, R.R. #2, Nelson, B.C. mining claims in the Township of Nelson, B.C. for a term of 5 years from June 24, 1960, on the basis that the Company would receive 10% of the net smelter returns on the sale of ore or gold.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	<p>No other material facts known to the present management at this time. There are no shares of the Company presently in the course of primary distribution.</p> <p>Upon the underwriting/option agreement becoming effective, the new shares of the Company (after reorganization) shall then be in primary distribution.</p>

CERTIFICATE OF THE COMPANY

DATED May 4th, 1964.

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

KENVILLE GOLD MINES LIMITED

"H. Goldstein" President,

CORPORATE
SEAL

"R.G.H. Alexander" Sec.
Treas.

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

BACHE & CO.

"E.D. Huycke"